

UNITED COMMUNITY CORPORATION

BY-LAWS

ADOPTED NOVEMBER 2, 1964

As Amended by Membership Meeting of May 27, 1965
And Membership Meeting of February 17, 1966
And Membership Meeting of May 25, 1967
And Membership Meeting of September 21, 1967
And Membership Meeting of May 2, 1968
And Membership Meeting of June 20, 1968

ARTICLE I

Members

Section 1. Any citizen 15 years of age or over who is a resident or works in, or performs a service to the City of Newark, is eligible to become a member upon written application to the Secretary of the Corporation. The membership of the Corporation shall consist of a minimum of 75 persons, with no limitation on maximum number, and a member shall participate solely as a person and not as a representative of any organization. Membership shall continue until terminated by death, resignation, or noncompliance with the requirements for eligibility for membership hereinbefore set forth.

Section 2. No member requesting or admitted to membership less than one month prior to the annual meeting shall be eligible to vote at said annual meeting.

Section 3. The procedure for becoming a member of the Corporation shall be well publicized in the Newark area two months prior to each annual meeting of the Corporation.

Section 4. The functions of the membership body shall be to elect four representatives to the Board of Trustees pursuant to the procedures hereinafter set forth, to receive and review the annual program and financial reports of the Corporation, and to approve such major actions of the Corporation as the Board of Trustees deem advisable to submit to the consideration of the entire membership. Members shall be encouraged to serve on various task forces of the Corporation and they may attend as observers all meetings of the Board of Trustees.

Section 5. The Board of Trustees shall be authorized to establish a procedure for cancelling the membership of a person for cause and for reinstatement as a member of the Corporation when cause for removal has been cured.

ARTICLE II

Board of Trustees

Section 1. The business of the Corporation shall be conducted, subject to these By-Laws, by a Board of Trustees, the majority of whom shall be residents of Newark, and all of whom shall be directly concerned with the welfare of the City of Newark.

Section 2. The Board shall be composed of not more than 51 members in three categories, to wit, one-third public officials, at least one-third representatives of the poor, and the remainder representatives of private groups and interests. The public official members of the Board shall number 15 and shall include the Mayor and 9 members of the City Council of the City of Newark or their representatives, and the persons occupying the following city administrative positions, Director of Health and Welfare Department, Director of the Newark Housing Authority, Director of Hospitals, the Superintendent of Schools, and the Supervisor of the Newark District of the New Jersey State Employment Service. The representatives of the poor shall number 16 and shall include two representatives from each of the 8 area boards of the Corporation who shall reside in the area they represent and shall be democratically selected by nomination and election within their respective area board. The representatives of private groups and interests shall number 14, of whom 4 representatives shall be elected by the members of the Corporation at the Annual Meeting of the Corporation, and the others shall include officials or members of business, industry, labor, religious, welfare, education, significant minority groups and other private groups and interests in the community, which groups and interests shall be selected by the Board of Trustees in accordance with the procedure hereinafter set forth, provided however, such private groups and interests, upon designation, shall choose their respective representatives to the Board of Trustees.

Section 3. The Board of Trustees may be expanded to include additional representation for any representative group of the poor or community agency which may feel itself inadequately represented on the Board of Trustees, provided such group files a petition in writing with the Board in accordance with rules and regulations established by the Board for such petitions, which shall include requirements for the filing of such petition, provisions for a fair hearing with respect thereto, and a finding by the Board upon substantial evidence that such group is not then adequately represented on the Board of Trustees, subject to the provisions of Section 2 herein. Upon receipt of any such petition, the Regional Office of Economic Opportunity shall be notified of the filing of such petition and shall be provided with a copy of the Board's decision thereon. In the event the petition of any such group is granted, such group shall select its representative to the Board of Trustees in accordance with democratic selection procedures, and to the extent necessary, and consistent with these By-Laws, the Board of Trustees shall effect such adjustment and realignment of board membership in order to maintain proper representation of public officials and the poor within the 51 member limitation on the Board of Trustees.

Section 4. Representatives of the poor and representatives of private groups and interests on the Board of Trustees selected in accordance with the foregoing procedures shall not serve for more than 3 consecutive years or a total of 6 years commencing July 1, 1968.

Section 5. The Board of Trustees shall submit at each annual meeting of the members of the Corporation a full report of the condition and finances of the Corporation, together with a review of the activities of the Corporation during the preceding year.

Section 6. If the office of any Trustee elected by the membership of the Corporation becomes vacant, the vacancy shall be filled for the unexpired term by the next ranking nominee in order of the number of votes received at the annual meeting. If the person is not available or willing to serve, the position will be filled by the next ranking nominee. If it should not be possible to fill the vacancy in this manner, the President shall call a special meeting of the membership for the purpose of electing a successor trustee. If the office of any other Trustee becomes vacant, the Board of Trustees shall give notice thereof to the public official, area board, or private group or interest said Trustee represented and shall request the designation of a successor trustee who shall hold office for the unexpired term.

Section 7. The Trustees shall have the power to review and terminate ad hoc committees as appointed by the President and the Executive Committee.

Section 8. Any Trustee who is physically absent from three consecutive meetings of the Board, and whose absences are not justified, will be dropped from the Board,

provided however, the Board shall first notify the group from which such Trustee shall have been originally selected of his failure to attend said Board meetings and the intent to remove such Trustee unless said group objects in writing to such Trustee being dropped from the Board. In the event any Trustee is so removed from the Board, the vacancy created thereby shall be filled in accordance with the procedure for the filling of vacancies hereinbefore described.

ARTICLE III
Officers and Committees

Section 1. The officers of the Corporation who must be 21 years of age or older, shall be an Honorary President who shall be the Mayor of the City of Newark, a President, not more than three Vice Presidents, a Secretary, not more than two Assistant Secretaries, a Treasurer and not more than two Assistant Treasurers. The officers shall be elected annually by the Board of Trustees at its first meeting following the annual membership meeting.

Section 2. The term of office of each officer shall be from the time of his election and qualification for office and until the election and qualification of his successor. In the case of the absence of any officer and of any person herein authorized to act in his place, the Board of Trustees from time to time may delegate the powers and duties of such officers to any other officers or to any trustee whom it may select. The Board of Trustees shall have the power to fill any vacancy in any office at any time for the unexpired term.

Section 3. The President shall preside at all meetings of the members of the Corporation and at all meetings of the Board of Trustees and its Executive Committee. He shall have the powers and perform the duties incident to his office including but not limited to the power to appoint persons to serve as chairmen and members of any committee. He shall also have such other powers and perform such other duties as may be assigned to him by the Board of Trustees, Executive Committee, and the membership. He shall sign all warrants drawn on the treasurer in accordance with any authorization of the Board of Trustees.

Section 4. During the absence of the President, the Vice Presidents, in the order designated by the President, shall have the powers and perform the duties of the President. They shall also have such other powers and perform such other duties as may be assigned to them by the Board of Trustees, Executive Committee, or the President.

Section 5. The Secretary shall cause all minutes and records of the Corporation to be made and kept in proper order. He shall also have such other powers and perform such other duties as may be incident to his office or may be assigned to him by the Board of Trustees, Executive Committee, or the President.

Section 6. The Assistant Secretaries, during the absence of the Secretary, in the order designated by the Secretary, shall have the powers and perform the duties of the Secretary.

Each Assistant Secretary shall also have such other powers and perform such other duties as may be assigned to him by the Board of Trustees, Executive Committee, the President or the Secretary.

Section 7. The Treasurer shall cause all monies belonging to the Corporation to be deposited and disbursed in accordance with the directions of the Board of Trustees. No monies shall be disbursed by him except on warrant signed by the President, a Vice President or the Executive of the Corporation. He shall keep account of the financial affairs of the Corporation and render such statements in such forms and at such times as the Board of Trustees from time to time may prescribe. He shall also have such other powers and perform such other duties as may be incident to his office or may be assigned to him by the Board of Trustees, Executive Committee, or the President.

Section 8. The Assistant Treasurers, during the absence of the Treasurer, in the order designated by the Treasurer, shall have the powers and perform the duties of the Treasurer. Each Assistant Treasurer shall also have such other powers and perform such other duties as may be assigned to him by the Board of Trustees, Executive Committee, the President or the Treasurer.

Section 9. The officers of the Corporation and the chairmen of the Standing Committees shall constitute the Executive Committee. At least one-third of the Executive Committee shall be representative of the poor, and the remainder shall fairly reflect the composition of the Board.

of Trustees with respect to public officials and other groups and interests, as well as the geographic areas of the community. The President of the Corporation shall be the Chairman of the Executive Committee. It shall meet at regular intervals between Board meetings. The Executive Committee shall be directly responsible to the Board and shall have the authority to act for the Board between Board meetings, to act on all administrative matters consistent with the purposes and objectives of the Corporation, and it shall function to facilitate the operations of the Corporation. The Board of Trustees shall have the right to review any actions of the Executive Committee.

Section 10. The Standing Committee shall be appointed by the President from among the members of the Corporation subject to the approval of the Board of Trustees. The Chairman of any standing committee shall be appointed by the President from the Board of Trustees. The Standing Committees are the Nominating Membership Committee, the Program Committee, the Budget and Finance Committee, the Personnel Committee, and the By-Laws Committee. At least one-third of the membership of each Standing Committee shall be representative of the poor, and the remainder shall fairly reflect the composition of the Board of Trustees with respect to public officials and other groups and interests, as well as the geographic areas of the community. Committee vacancies shall be filled from representatives of the area and/or group in which the vacancy occurred.

ARTICLE IV

Nominations and Elections

Section 1. Nominations for Trustees shall be submitted annually to the membership by the Nominating-Membership Committee. This Committee shall consist of 2 members of the Board of Trustees and 3 members of the Corporation who are not Trustees but who shall be representative of the poor.

Section 2. The Nominating- Membership Committee shall report to the Secretary no later than one month prior to the date of the annual meeting its nominees for Trustees for election at such annual meeting. These names shall be included in the written notice of the annual meeting sent to all members of the Corporation.

Section 3. Nominations may also be made from the floor at the annual meeting for election to the Board of Trustees.

Section 4. The membership shall elect 4 Trustees at the annual meeting from among those proposed by the Nominating-Membership Committee and those nominated from the floor. The 4 candidates receiving the highest number of votes shall be elected as Trustees. The manner of election, whether by paper ballot or voting machine, shall be determined by the Board of Trustees.

Section 5. The President shall appoint a special committee consisting of 5 members of the Board of Trustees for the purpose of selecting the groups and interests to be the representatives of private groups and interests on the Board of Trustees which shall be known as the Private Sector Committee. The Private Sector Committee shall hold an open meeting at least 5 weeks prior to the annual meeting when they shall receive and consider the petitions of those private groups and interests who desire to be represented on the Board of Trustees. Due notice of such hearing shall be well publicized in the Newark area at least 1 week prior to said meeting of the Private Sector Committee. The Private Sector Committee shall report to the Board of Trustees no later than one month prior to the date of the annual meeting its nominations for the selection of the groups and interests to be represented on the Board of Trustees. Nominations may also be made from the floor at said meeting of the Board of Trustees. From among those groups and interests recommended by the Private Sector Committee and nominated from the floor, the Board of Trustees shall select the groups and interests to be represented on the Board of Trustees designating the number of Trustees to be allocated for each of such groups and interests. The Secretary shall notify the CEO of the groups and interests so selected and upon receipt of concurrence from the CEO shall notify the groups and interests so selected who shall then select their respective representatives to the Board of Trustees. At the annual meeting of the Corporation and prior to the election of the Trustees to be elected by the membership of the Corporation, the President shall report to the membership the public officials or their representatives who shall serve on the Board of Trustees,

the representatives selected by the private sector groups and interests, as designated by the Board of Trustees, and the representatives of the poor as elected by each of the 8 area boards.

Section 5. The term of office of all Trustees, whether public officials, representatives of the poor, or representatives of private groups and interests, shall commence as of the date of the annual meeting of the Corporation and shall run for one year, until the next succeeding annual meeting.

ARTICLE V

Other Personnel and Community Agencies

Section 1. The Board of Trustees shall employ an Executive Director who shall be responsible to the Board. He shall be responsible for all operations of the Corporation, shall perform such executive services on behalf of the Corporation as are normally incident to a Chief Executive employee of a corporation, and within the framework of the budget shall have the authority to employ office and professional personnel, and retain consultants, provided, however, subcontracts with existing community agencies or others to provide services for the Corporation shall be subject to the approval of the Executive Committee.

ARTICLE VI

Meetings

Section 1. The annual meeting of the members of the Corporation shall be held on the third Thursday in June, in each year, at such time and place in Newark as shall be designated by the Board of Trustees and stated in the notice of the meeting. If in any year the third Thursday in June shall fall on a legal holiday, the annual meeting of the members of the Corporation shall be held on the following Wednesday. At least 15 days' written notice of each annual meeting shall be given to each member of the Corporation.

Section 2. Other meetings of the members of the Corporation may be called at any time by the President, and shall be called by the President upon the written request of a majority of the Board of Trustees or upon the written request of 250 members of the Corporation. Each special meeting shall be held at such time and such place as shall be designated by the President. At least ten days' written notice of each special meeting shall be given to the members of the Corporation, which notice shall contain a statement of the purpose of the meeting and no other business shall be transacted at such meeting.

Section 3. Seventy-five members shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the members of the Corporation, unless the representation of a larger number shall be required by law, and in such case the representation of the number so required shall

constitute a quorum. If no quorum shall be present at any meeting, the meeting shall be adjourned from time to time until a quorum is obtained.

Section 4. Regular monthly meetings of the Board of Trustees shall be held whenever possible on the third Thursday of every month at such place as the Board of Trustees may determine. At least ten days' written notice of each regular meeting shall be given to each member of the Board of Trustees.

Section 5. Special meetings of the Board of Trustees may be called at any time by the President, and shall be called by him upon the written request of 15 members of the Board of Trustees. Each special meeting shall be held at such time and place as shall be designated by the President. At least five days' written notice of each special meeting of the Board of Trustees shall be given to each member of the Board of Trustees, which notice shall contain a statement of the purpose of the meeting and no other business shall be transacted at such meeting.

Section 6. At least 50 percent of the Trustees in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Trustees. At least 50 percent of the members of the Executive Committee in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Executive Committee. If no quorum shall be present at any meeting, the meeting shall be adjourned from time to time until a quorum is obtained.

Section 7. Any notice of any meeting required to be given under these By-Laws may be waived in writing by the person entitled thereto, either before or after the holding of the meeting.

Section 8. Robert's Rules of Order shall govern procedure at all meetings of the Executive Committee, Board of Trustees, and the membership.

Section 9. No proxies shall be permitted at any meetings of the membership of the Corporation, Board of Trustees, Executive Committee, or any other committee of the Corporation.

ARTICLE VII

Task Forces

Section 1. The Board of Trustees shall appoint task forces and chairmen thereof from amongst the membership for the purposes of program planning, coordination, research, community relations and for such other activity as will best effectuate the purposes of the Corporation.

Section 2. The suggestions of the task forces, to be made in writing, are not binding on the Board of Trustees, but shall be given serious consideration by the Trustees in their deliberations.

Section 3. The Chairman of a task force shall preside at the meetings and appoint a secretary of the group to take the minutes.

Section 4. The secretary shall provide all members of the task force with notice of each meeting and designate the time and place of such meetings.

Section 5. The costs incurred for such meetings and other duly authorized activites of the task forces shall be, if approved by the Board of Trustees, paid by the Treasurer of the Corporation.

ARTICLE VIII

Area Boards

Section 1. Area boards are those bodies created by the Board of Trustees of the Corporation in specified geographical areas of the City of Newark to assist in the organization of the community to effectuate the purposes for which this Corporation has been formed. The area board may be organized by not less than 25 persons who are residents of the geographical area coming under its jurisdiction as determined by the Board of Trustees. The President of the Corporation shall grant a charter to the area board when authorized by the Board of Trustees.

Section 2. Each area board shall be required prior to the issuance of its charter to adopt a constitution and by-laws, the terms and provisions of which shall not conflict or be inconsistent with the By-Laws of the Corporation. The area board shall file a copy of said constitution and by-laws with the Executive Director of the Corporation. The geographical area of jurisdiction covered by the area board charter sought shall be defined in the constitution and by-laws of the area boards.

Section 3. Each area board shall be required to comply with all the terms and conditions of any grant made to it; to maintain financial records in accordance with an accounting manual to be provided by the Corporation, which records shall at all times be available for inspection by a designee of the Corporation; to adhere to and enforce all provisions of the Office of Economic Opportunity Community Action Program memoranda and regulations; to fulfill any and all contracts entered into with the Corporation; and to carry out its business in good order in accordance with its applicable constitution and by-laws.

Section 4. The Comptroller and/or the Treasurer of the Corporation, with the approval of the Executive Committee, shall have the authority to conduct an audit of the financial records of any area board and to report thereon to the Executive Committee.

Section 5. In the event any area board shall fail to comply with any of the provisions of the within article, the President of the Corporation shall have the right to issue an order to show cause why such area board shall not be placed in trusteeship, and to direct that a hearing thereon be held by a special committee of the Board of Trustees to be appointed by the President to conduct such hearings. Due notice, in writing, of the alleged violation shall be served upon the presiding officer of the area board and a hearing thereon shall be held and concluded within 35 days of the service of such notice. Any area board which has been found to be in violation of its commitments, after hearing, shall be placed

in trusteeship. The President shall appoint a committee of 5 Trustees, three of whom shall be representatives of area boards other than the one in question, and the area board, its officers, agents and employees shall forthwith turn over all assets, monies, property, and/or documents of the area board to the said Trustee Committee which shall then proceed to administer the affairs of the area board to bring the area board into compliance with the provisions of this article.

Section 6. The trusteeship established as aforementioned shall continue until compliance with this article has been effected and the Board of Trustees of the Corporation determine that continued compliance will be adhered to, or that the charter of affiliation of the area board shall be revoked. In the event of revocation of a charter, all assets, money, property and/or documents of the area board shall become the property of the Corporation.

ARTICLE IX

Delegate Agencies

Section 1. Delegate agencies are those organized bodies designated to administer a program funded by the Office of Economic Opportunity or any other agency and pursuant to a contract between said body and the Corporation.

Section 2. Each delegate agency shall be required to comply with all the terms and conditions of any grant made to it; to maintain financial records in accordance with an accounting manual to be provided by the Corporation, which

records shall at all times be available for inspection by a designee of the Corporation; to adhere to and enforce all provisions of the Office of Economic Opportunity Community Action Program memoranda and regulations; to fulfill any and all contracts entered into with the Corporation; and to carry out its business in good order in accordance with its applicable constitution and by-laws.

Section 3. The Comptroller and/or the Treasurer of the Corporation, with the approval of the Executive Committee, shall have the authority to conduct an audit of the financial records of any delegate agency and to report thereon to the Executive Committee.

ARTICLE X

Non-Liability of Members and Contributors

Section 1. No member of the Corporation and no contributor to the Corporation shall be liable for the acts or debts of the Corporation, its Board of Trustees, its agents or its representatives.

ARTICLE XI

Disposition of Assets Upon Termination of Existence

Section 1. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, the Trustees of the Corporation shall dispose of the assets of the Corporation by gifts to charitable or educational institutions located in the

City of Newark, New Jersey which qualify for exemption from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 or similar provisions of future laws.

ARTICLE XII

Seal

Section 1. The seal of the Corporation shall contain the name thereof, the State of its incorporation, and the year of its incorporation.

ARTICLE XIII

Amendments

Section 1. These By-Laws may be amended, revised or repealed by two-thirds of those present at any annual, regular or special meeting of the members of the Corporation, provided written notice of the proposed action shall have been given by mail to each member at least ten days prior to the date of the meeting at which it is proposed to take such action.

August 6, 1968

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